

Equals Group PLC

Group Risk Committee - Terms of Reference

1. Introduction

The purpose of this document is to set out;

- a. the duties and responsibilities of the Risk Committee; and
- b. the constitution of the Risk Committee and the regulations governing proceedings of the Committee

2. Authority

The board of Equals Group plc ("PLC") has a Risk Committee ("RC") that reports through the Chairman of PLC to the board thereof

2.1 The RC is currently chaired by Sian Herbert and is currently authorised:

2.1 to seek any information it requires from any employee of the Group in order to perform its duties;

2.2 to obtain, after consent from the Chairman of Equals Group plc, at the Group's expense, independent legal, accounting or other professional advice on any matter it believes it necessary to do so;

2.3 to invite any employee to attend a meeting of the Risk Committee as and when required;

3. Membership

3.1 The Chairman of the Risk Committee shall be appointed by the Chairman of PLC and shall consist of not less than 3 members. The 3 members should comprise of the Chairperson and at least 2 senior members of the executive team as may exist from time to time.

3.2 Ideally, further appointments should include a representative from each department, whether that is in the form of a senior manager or executive level. The following functions of the group ought to be represented:

- Compliance
- Financial Crime
- Operations
- Finance
- HR
- IT

4. Meetings

4.1 The Risk Committee will meet on a quarterly basis and, where appropriate, will coincide with meetings of the Board of Directors.

4.2 Any member of the Risk Committee may request a meeting if they feel that one is necessary.

4.3 Minutes of the proceedings shall be taken, and resolutions of all meetings shall be recorded. The minutes will be recorded by a member of the Compliance Team who will circulate the agreed minutes of the meetings to all members of the Risk Committee.

5. Roles and Responsibilities

- a. along with the executive Directors of plc formulate a risk register
- b. Scorecard those risks identified and help to formulate appropriate risk policies and procedures.
- c. to be informed of any serious incidents and ensure appropriate follow up.
 - i. to oversee the Group's procedures/systems and controls for:
 - i. detecting fraud
 - ii. preventing bribery
 - iii. identifying money laundering
 - iv. ensuring compliance with the relevant legal and regulatory requirements
- d. Investigate, if behested by the PLC board, any areas of internal control in the group.

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